

NATIONAL STEEL CAR LIMITED, the manufacturer named in that certain Manufacturing Agreement dated as of January 6, 1994, and the Manufacturing Agreement Supplement #1 dated February 3, 1994 with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on January 26, 1994 and assigned recordation number 18668A, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST

By

Brian Graham Sr. Vice President -

Manufacturing

NATIONAL STEEL CAR LIMITED

CITY OF HAMILTON

SS:

PROVINCE OF ONTARIO

On this 2nd day of May, 1994, before me personally appeared B. Graham, to me personally known, who, by me being duly sworn, says that he is Sr. Vice President of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

James Anthony Grant, Notary Public, Regional Municipality of Hamilton-Wentworth, limited to the attestation of instruments and the taking of affidavits for National Steel Car Limited. Expires May 1, 1995.

TTX COMPANY CONTRACT T-3A93-N SCHEDULE A TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 27779

DELIVERY OF 73', 100 TON, CENTRE BEAM FLAT CARS

13-Apr-94 861200 861201 4 4 14-Apr-94 861204 861207 6 10 861205 861208 861209 6 10 15-Apr-94 861210 861213 6 16 861211 861214 861215 6 16 18-Apr-94 861216 861219 6 22 861218 861217 861220 6 28 861218 861221 6 28 19-Apr-94 861222 861225 6 28 861223 861223 861227 6 28 20-Apr-94 861228 861231 6 34 861229 861233 861233 6 40 21-Apr-94 861234 861233 6 40 22-Apr-94 861234 861233 6 46 22-Apr-94 861240 861233 6 46 25-Apr-94 861240 861243 6 52 861247 861250 6 52 861247 861250 6 52 861248 861251 6 58 26-Apr-94 861252 861253 861	DATE ACCEPTED	TTZX SERIES CAR NUMBER	TTZX SERIES CAR NUMBER	DAILY QUANTITY	CUMULATIVE QUANTITY
861205 861208 861206 861209 15-Apr-94 861210 861213 6 16 861211 861214 861215 6 16 18-Apr-94 861216 861219 6 22 861217 861220 861221 6 28 19-Apr-94 861222 861225 6 28 861223 861226 861227 861227 20-Apr-94 861228 861231 6 34 861229 861232 861232 861232 861230 861233 861233 6 40 21-Apr-94 861234 861237 6 40 861235 861238 861238 861239 22-Apr-94 861240 861243 6 46 861241 861245 6 52 861242 861245 6 52 25-Apr-94 861246 861249 6 52 861248 861251 6 52 26-Apr-94 861252 861255	13-Apr-94			4	4
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861217 861220 861221 19-Apr-94 861222 861225 6 28 861223 861224 861227 20-Apr-94 861228 861231 6 34 861229 861230 861233 21-Apr-94 861234 861237 6 40 861235 861235 861238 861236 861239 22-Apr-94 861240 861243 6 46 861241 861244 861242 861245 25-Apr-94 861246 861249 6 52 861247 861250 861248 861251 26-Apr-94 861252 861255 6 58 861253	15-Apr-94	861211	861214	6	16
861223 861226 861227 20-Apr-94 861228 861231 6 34 861229 861232 861230 861233 21-Apr-94 861234 861237 6 40 861235 861235 861238 861236 861239 22-Apr-94 861240 861243 6 46 861241 861244 861242 861245 25-Apr-94 861246 861245 25-Apr-94 861246 861249 6 52 861248 861248 861251 26-Apr-94 861252 861255 6 58	18-Apr-94	861217	861220	6	22
861229 861232 861230 861233 21-Apr-94 861234 861237 6 40 861235 861238 861238 6 40 22-Apr-94 861240 861243 6 46 861241 861244 861244 861245 25-Apr-94 861246 861249 6 52 861247 861250 861250 861251 26-Apr-94 861252 861255 6 58 861253 861256 6 58	19-Apr-94	861223	861226	6	28
861235 861238 861236 861239 22-Apr-94 861240 861243 6 46 861241 861244 861242 861245 25-Apr-94 861246 861249 6 52 861247 861250 861248 861251 26-Apr-94 861252 861255 6 58 861253 861256	20-Apr-94	861229	861232	6	34
861241 861244 861242 861245 25-Apr-94 861246 861249 6 52 861247 861250 861248 861251 26-Apr-94 861252 861255 6 58 861253 861256	21-Apr-94	861235	861238	6	40
861247 861250 861248 861251 26-Apr-94 861252 861255 6 58 861253 861256	22-Apr-94	861241	861244	6	46
861253 861256	25-Apr-94	861247	861250	6	52
	26-Apr-94	861253	861256	6	58

TTX COMPANY CONTRACT T-3A93-N SCHEDULE A TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE # 27779

DELIVERY OF 73', 100 TON, CENTRE BEAM FLAT CARS

DATE ACCEPTED	TTZX SERIES CAR NUMBER	TTZX SERIES CAR NUMBER	DAILY QUANTITY		CUMULATIVE QUANTITY
27-Apr-94	861258	861261		6	64
	861259	861262			
	861260	861263			
28-Apr-94	861264	861267		6	70
•	861265	861268			
	861266	861269			
29-Apr-94	861270	861273		6	76
•	861271	861274		•	. •
	861272	861275			